



## BYLAWS OF THE DAFFODIL SOCIETY OF MINNESOTA

### ARTICLE I Name and Purpose

- Section 1.* *Name:* The name of this organization shall be The Daffodil Society of Minnesota (Society). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.
- Section 2.* *Purpose:* The Daffodil Society of Minnesota is organized exclusively for educational and scientific purposes. The purpose of this corporation is to promote interest in the genus *Narcissus* in the upper midwestern United States by:
- disseminating information about the culture of *Narcissus*
  - developing educational materials about the culture of *Narcissus*
  - providing educational opportunities to groups and individuals
  - promoting such other educational and scientific activities as may advance the culture of *Narcissus*.

### ARTICLE II Membership and Dues

- Section 1.* *Eligibility for membership:* The qualifications for membership are an interest in the purpose for which this organization is formed and payment of annual dues. Active participation in Society affairs, while not required as a condition of membership, is heartily encouraged as a means for strengthening the organization and furthering its purpose.
- Section 2.* *Rights of members:* Membership with full voting rights shall be either individual or household. The Board of Directors may confer honorary membership without voting rights for a period of one year to an individual or organization. Honorary members may attend meetings and speak, but are not allowed to make motions, vote, or hold office in the Society.
- Section 3.* *Annual dues:* The Board of Directors will establish the amount of annual dues for individuals and households. Annual dues will be payable by the annual meeting in January. The Treasurer shall maintain a list of active members, which shall include the number of members within each multiple-member household. Members who do not pay their dues by March 1st each year shall be dropped from membership in the Society. A member's voting rights are suspended during the period of time when dues are in arrears.

ARTICLE III  
Meetings of Members

- Section 1. Annual meeting:* The annual meeting of the Society shall be held in January each year. The Board of Directors shall designate the specific date, time, and location of the annual meeting. The annual meeting shall be for the purpose of electing officers and at-large Board of Directors members, receiving reports of officers and committees, and for any other business that may arise.
- Section 2. Regular meetings:* There are no other required meetings of the membership beyond the annual meeting.
- Section 3. Special meetings:* Special meetings of the membership may be called by the President, a majority of the Board of Directors, or a number equivalent to ten percent of the current paid membership of the Society. The purpose of the meeting shall be stated in the notice.
- Section 4. Notice of meetings:* An official meeting requires that each member have notice at least fifteen days in advance, except in cases of emergency. Notice may be provided in writing, by telephone, or by electronic means. A member's attendance at the meeting constitutes a waiver of the requirement for fifteen days' notice.
- Section 5. Quorum:* The quorum for a meeting of members shall be the equivalent of fifteen percent of the current paid membership, as of the date of the meeting.
- Section 6. Voting:* All issues to be voted on shall be decided by a simple majority of the current paid membership present at the meeting in which the vote takes place.

ARTICLE IV  
Board of Directors

- Section 1. Board membership, role, and compensation:* The Board of Directors shall consist of the officers of the Society, plus the immediate past President and up to two additional at-large directors.

Officers shall be a President, a Vice President, a Secretary, and a Treasurer. The officers and directors shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society.

No member shall hold more than one Society office at a time.

The Board of Directors receives no compensation other than reasonable expenses.

*Section 2. Terms:* Officers and at-large directors, shall serve for one year, or until their successors are elected. The immediate past President shall serve until succeeded by a new immediate past President. The term of office begins upon adjournment of the annual meeting at which officers and at-large directors are elected. No officer or at-large director may serve more than ten consecutive years in one position.

*Section 3. Board Elections:* The officers and at-large directors shall be elected or re-elected by voting members at the annual meeting. Voting shall be by ballot, and election will be by a simple majority of the current paid membership present at the annual meeting. In the event there is only one candidate for one or more of the offices, a motion may be made to dispense with balloting and for election of the candidate(s) nominated.

*Section 4. Nominating Committee:* Prior to the January annual meeting a Nominating Committee of not less than two members shall be appointed by the Board of Directors. It shall be the duty of this committee to nominate a candidate for each position to be filled at the annual meeting in January: the four officers and up to two additional at-large directors. Nominees whose names are presented from the floor must have given their prior consent to be nominated, whether present or not.

*Section 5. Meetings and quorum:* The Board of Directors shall meet at least once in a calendar year, at an agreed upon location and time. Additional meetings may be called by the President or by one-third of the Board. An official meeting requires that each Board member have notice at least one week in advance. Notice may be provided in writing, by telephone, or by electronic means. Attendance at the meeting constitutes a waiver of the requirement for one week's notice. A quorum consists of 40% of the Board of Directors membership.

*Section 6. Vacancies:* Society offices which become vacant mid-term shall be filled by appointment of the President. Should the President's office become vacant, the Vice President will assume the Presidency until the next annual meeting of members. Should the immediate past President office become vacant, the President may appoint an additional at-large director to serve until the next annual meeting of members.

*Section 7. Duties:* The duties of the officers and Board of Directors shall be:

- The Board of Directors shall have the power to act when necessary between meetings of the Society. Such action may occur in person, by telephone or electronic means.
- The President shall preside over all meetings and direct all official business.
- The Vice-President shall assist the President and preside over matters of the Society in the temporary absence of the President.
- The Secretary shall maintain minutes of the Society meetings and the historical records of the Society.
- The Treasurer shall be responsible for the Society's fiscal affairs, including receipts, disbursements and records. The Treasurer shall make an annual fiscal

report at the January annual meeting. The Treasurer shall maintain a list of current paid members, including the number of members within each multi-member household.

*Section 8. Resignation and termination:* Resignation from the Board of Directors must be in writing and received by the President or Secretary. A Board member may be terminated from the Board by a three-fourths vote of the remaining Board members, provided notice of the proposed termination is included in the notice of the meeting.

## ARTICLE V Committees

All committees, excluding the Nominating Committee, are appointed by the President. Committees may be set up to carry out the functions of the Society. All committee appointments shall be valid for one year.

## ARTICLE VI Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are consistent with these bylaws and any special rules of order the Society may adopt.

## ARTICLE VII Amendment of Bylaws

These bylaws may be amended at any regular or special meeting of the Society by a two-thirds vote of the current paid membership present at the meeting, provided that the proposed amendment has been distributed to the membership at least fifteen days prior to the meeting.